

**IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE SOUTHERN DISTRICT OF TEXAS  
 HOUSTON DIVISION**

In re:	)	
	)	
MODIVCARE, INC, <i>et al.</i> <sup>1</sup>	)	Chapter 11
	)	
Debtors.	)	Case No. 25-90309 (ARP)
	)	(Jointly Administered)
	)	

**COMPLEX CASE FEE APPLICATION COVER SHEET FOR  
 WHITE & CASE LLP’S FINAL APPLICATION FOR ALLOWANCE OF  
 COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
 FROM SEPTEMBER 9, 2025 THROUGH DECEMBER 29, 2025**

<b>Name of Applicant:</b>	<b>White &amp; Case LLP</b>	
<b>Applicant’s Role in Case:</b>	Counsel to the Official Committee of Unsecured Creditors (the “Committee”)	
<b>Employment Order:</b>	October 31, 2025 [Docket No. 616]	
<b>Application:</b> <u>FINAL</u>	<b>Beginning Date</b>	<b>End Date</b>
<b>Time period covered by this Application for which interim compensation has not previously been awarded:</b>	12/1/2025	12/29/2025
<b>Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case?</b>	Yes	
<b>Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed?</b>	Yes	
<b>Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases?</b>	Yes	
<b>Do expense reimbursements represent actual and necessary expenses incurred?</b>	Yes	

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number (if applicable) may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://www.veritaglobal.net/ModivCare>. Debtor ModivCare Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237.



<b>Compensation Breakdown for Final Period Covered by This Application</b>	
<b>Total professional fees requested in this Application:</b>	\$13,629,498.00 <sup>2</sup>
<b>Total professional hours covered by this Application:</b>	9,298.0
<b>Average hourly rate for attorneys:</b>	\$1,466
<b>Total paraprofessional fees requested in this Application:</b>	\$264,023.00
<b>Total actual paraprofessional hours covered by this Application:</b>	527.9
<b>Average hourly rate for paraprofessionals:</b>	\$500
<b>Total fees requested in this Application:</b>	\$13,893,521.00
<b>Total expense reimbursements requested in this Application:</b>	\$300,469.13
<b>Total fees and expenses requested in this Application:</b>	\$14,193,990.13
<b>Status of Plan:</b> On December 15, 2025, the Court entered the <i>Order (I) Confirming Second Amended Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and Its Debtor Affiliates and (II) Denying Motions of Official Committee of Unsecured Creditors for Leave, Derivative Standing, and Authority to Commence and Prosecute Certain Causes of Action on Behalf of Debtors' Estates</i> [Docket No. 1055]. On December 29, 2025, the effective date under the Debtors' plan occurred.	
<b>Primary Benefits:</b> White & Case LLP served as the Committee's general bankruptcy counsel in all aspects of the chapter 11 cases. Among other things, the firm advised the Committee with respect to:	
<ul style="list-style-type: none"> <li>a) Advising the Committee regarding the chapter 11 process, the rights of unsecured creditors, and their fiduciary duties;</li> <li>b) Keeping the Committee apprised of developments in the chapter 11 cases;</li> <li>c) Challenging the terms of the Debtors' debtor-in-possession financing, including discovery;</li> <li>d) Objecting to the Debtors' disclosure statement;</li> <li>e) Challenging the Debtors' settlement with UnitedHealthcare, including discovery;</li> <li>f) Investigating the Debtors' prepetition uptier transaction and the validity of liens on the Debtors' assets, including discovery;</li> <li>g) Litigating motions for derivative standing to prosecute claims arising from the Debtors' prepetition uptier transaction and challenging the validity of liens on the Debtors' assets;</li> <li>h) Contesting confirmation of the chapter 11 plan, primarily but not exclusively, concerning the value of the Debtors' estates, including discovery with respect to the foregoing; and</li> <li>i) Advising the Committee on settlement issues.</li> </ul>	

<sup>2</sup> Throughout the chapter 11 cases, in preparing the Prior Fee Statements and this Application, White & Case reviewed its fees worked and expenses incurred. Following that review, White & Case voluntarily elected to reduce its fees by 377.8 hours totaling \$487,911.00, and its expenses by \$7,432.84. White & Case will not seek payment for such amounts under this final fee application.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

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In re: )  
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 ) Chapter 11  
 MODIVCARE, INC, *et al.*<sup>3</sup> )  
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 ) Case No. 25-90309 (ARP)  
 Debtors. ) (Jointly Administered)  
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WHITE & CASE LLP’S FINAL APPLICATION FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM SEPTEMBER 9, 2025 THROUGH DECEMBER 29, 2025

**If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this application was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.**

TO UNITED STATES BANKRUPTCY JUDGE ALFREDO R. PEREZ:

White & Case LLP (“White & Case”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases of the debtors and debtors in possession (the “Debtors”), states as follows in support of this final application (this “Application”) requesting final allowance and payment of compensation for services provided in the amount of \$13,893,521.00 and reimbursement of actual and necessary expenses in the amount of \$300,469.13 that were incurred for the period from September 9, 2025 through December 29, 2025 (the “Final Period”):

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<sup>3</sup> A complete list of each of the Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number (if applicable) may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://www.veritaglobal.net/ModivCare>. Debtor ModivCare Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237.

## **JURISDICTION**

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter under to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper under to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and other bases for the relief requested is section 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), Paragraph 60 of the *Procedures for Complex Cases in the Southern District of Texas*, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 500] (the “Compensation Procedures Order”), and the Confirmation Order and Plan (each as defined herein).

## **RELIEF REQUESTED**

4. White & Case requests that the Court enter an order granting White & Case final allowance and directing the Debtors to remit payment to White & Case of compensation for services provided in the amount of \$13,893,521.00 and reimbursement of actual and necessary expenses in the amount of \$300,469.13 that were incurred for the Final Period.

## **PROCEDURAL BACKGROUND**

### **A. The Debtors’ Chapter 11 Cases**

5. Each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the Court on August 20, 2025 (the “Petition Date”). The Debtors continued to operate their businesses and manage their properties as debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner was appointed.

6. On September 5, 2025, the United States Trustee for Region 7 (the “U.S. Trustee”) filed *The United States Trustee’s Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 124], notifying parties in interest that the U.S. Trustee had appointed the Committee in these chapter 11 cases. For most of these chapter 11 cases, the Committee was comprised of the following members: (a) Wilmington Savings Fund Society, FSB; (b) Madison Avenue International LP; (c) Jupiter Asset Management; (d) Uber Health, LLC; (e) MedEx Medical Transport Service, Inc.; and (f) Marquis Hines.<sup>4</sup>

7. On October 12, 2025, the Court entered the Compensation Procedures Order. [Docket No. 500].

8. On December 15, 2025, (the “Confirmation Date”), the Court entered an order [Docket No. 1055] (the “Confirmation Order”) confirming the Plan.

9. On December 29, 2025, the effective date (the “Effective Date”) of the Plan occurred. The Plan requires all professionals, including White & Case, to file final applications for services rendered and reimbursement of expenses through the Effective Date no later than forty-five (45) days after the Effective Date. Professionals’ fees and expenses of the Committee (and other parties) incurred after the Confirmation Date are subject to the reimbursement provisions of the Plan.

**B. Retention of White & Case as Counsel to the Committee and Prior Fee Requests**

10. On September 9, 2025, the Committee selected White & Case as its bankruptcy counsel.

11. On October 8, 2025, the Committee filed its *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of White*

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<sup>4</sup> Randstad North America resigned on October 22, 2025, at which time the Committee was reconstituted [Docket No. 568].

*& Case LLP as Counsel Effective as of September 9, 2025* [Docket No. 472] (the “Retention Application”).

12. On October 31, 2025, the Court entered an order [Docket No. 616] (the “Retention Order”) approving the Retention Application and authorizing the retention of White & Case as bankruptcy counsel to the Committee effective as of September 9, 2025. The Retention Order authorizes White & Case to be compensated on an hourly basis and to be reimbursed for actual and necessary expenses.

13. On November 7, 2025, White & Case filed and served White & Case LLP’s *First Monthly Fee Statement for Allowance of Compensation and Reimbursement of Expenses for the Period from September 9, 2025 to and including September 30, 2025* [Docket No. 684] (the “First Monthly Fee Statement”). In the First Monthly Fee Statement, White & Case sought payment of (i) \$2,064,621.60 (80% of \$2,580,777.00) as compensation for professional services rendered and (ii) \$20,974.54 for reimbursement of expenses. There were no objections to the First Monthly Fee Statement. White & Case received payments of \$2,085,596.14 after the objection deadline passed.

14. On December 2, 2025, White & Case filed and served *White & Case LLP’s Second Monthly Fee Statement for Allowance of Compensation and Reimbursement of Expenses for the Period from October 1, 2025 to and Including October 31, 2025* [Docket No. 882] (the “Second Monthly Fee Statement”). In the Second Monthly Fee Statement, White & Case sought payment of (a) \$2,875,109.60 (80% of \$3,593,887.00) as compensation for professional services rendered and (b) \$32,303.88 for reimbursement of expenses. There were no objections to the Second Monthly Fee Statement. White & Case received payments of \$2,907,413.48 after the objection deadline passed.

15. On December 5, 2025, White & Case filed and served *White & Case LLP's Third Monthly Fee Statement for Allowance of Compensation and Reimbursement of Expenses for the Period from November 1, 2025 to and Including November 30, 2025* [Docket No. 957] (the "Third Monthly Fee Statement"). In the Third Monthly Fee Statement, White & Case sought payment of (a) \$3,683,445.60 (80% of \$4,604,307.00) as compensation for professional services rendered and (b) \$93,701.82 for reimbursement of expenses. There were no objections to the Third Monthly Fee Statement. White & Case received payments of \$3,777,147.42 after the objection deadline passed.

16. On December 9, 2025, White & Case filed and served *White & Case LLP's First Interim Application for Allowance of Compensation and Reimbursement of Expenses for the Period from September 9, 2025 to and Including November 30, 2025* [Docket No. 1000] (the "Interim Fee Application"). In the Interim Fee Application, White & Case sought (a) approval of \$10,778,971.0 as compensation for professional services rendered and \$146,980.24 for reimbursement of expenses, and (b) payment of the unpaid amounts of such approved amounts. There were no objections to the Interim Fee Application. The Court entered an order approving the Interim Fee Application and authorizing the Debtors to disburse any unpaid amounts allowed. [Docket No. 1151]. White & Case received payments of \$2,155,794.20 thereafter.

17. On January 26, 2026, White & Case filed and served *White & Case LLP's Fourth Monthly Fee Statement for Allowance of Compensation and Reimbursement of Expenses for the Period from December 1, 2025 to and Including December 29, 2025* [Docket No. 1197] (the "Fourth Monthly Fee Statement" and, collectively with the First Monthly Fee Statement, Second Monthly Fee Statement, Third Monthly Fee Statement, the "Prior Fee Statements"). In the Fourth Monthly Fee Statement, White & Case sought payment of (a) \$2,491,640.00 (80% of

\$3,114,550.00) as compensation for professional services rendered, and (b) \$147,671.31 for reimbursement of expenses. There were no objections to the Fourth Monthly Fee Statement. White & Case expects to receive payments of \$2,639,311.31 before this Application is heard.

18. In support of this Application, White & Case submits its Prior Fee Statements and Interim Fee Application, previously filed and served in these chapter 11 cases, which are incorporated by reference.

### **CASE SUMMARY**<sup>5</sup>

19. The Debtors' chapter 11 cases presented complex issues on a very short timeline requiring, among other things, a thorough investigation of a liability management exercise consummated only five months prior to the Petition Date and an assessment of the Debtors' untested plan valuation, which initially would have left unsecured creditors entirely out of the money.<sup>6</sup> The Committee's advisors determined that the Debtors' valuation was particularly "cuspy"—meaning that either a successful challenge to the secured creditors' claims or minor adjustments to the Debtors' valuation would put the unsecured creditors' class in the money.

20. At the outset of these chapter 11 cases, the Debtors (based on the milestones set by the Consenting Creditors<sup>7</sup> under a proposed plan that would not provide any recovery for unsecured creditors) sought to confirm a plan and exit chapter 11 within *ninety days* after the Petition Date and only *sixty-nine days* after White & Case's retention as Committee counsel. Once retained, White & Case immediately began working to: (i) evaluate the Debtors' first day motions,

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<sup>5</sup> An extensive description of these Chapter 11 Cases is contained within the disclosure statement.

<sup>6</sup> The Debtors' initial plan only provided the general unsecured creditor class with a pro rata share of the right (if qualified) to purchase up to \$200 million of new common interests pursuant to an equity rights offering. *See Joint Chapter 11 Plan of Reorganization of ModivCare Inc. And Its Debtor Affiliates* [Docket No. 119] (as later amended, the "Plan").

<sup>7</sup> "Consenting Creditors" refers to the Debtors' prepetition secured creditors represented by Paul Hastings LLP set forth on Exhibit A to the *Verified Statement Pursuant to Bankruptcy Rule 2019* [Docket No. 791]

including the proposed DIP Facility (as defined below), the Plan, and the Disclosure Statement;<sup>8</sup> (ii) assess the Debtors' proposed valuation, which was not market tested or then-supported by expert work product and was much lower than the valuation for their liability management transaction consummated just six months prior to the Petition Date; and (iii) investigate the prepetition secured creditors' lien package and prepetition transactions, including the recently consummated uptier notes exchange, which came at the expense of the recoveries of a substantial portion of the unsecured creditors in these cases.

21. This was not a small task. For instance, the DIP Facility included a significant backstop fee in the form of twenty percent (20%) of the post-reorganization equity that had already been approved by the Bankruptcy Court at the first day hearing, and the value of which had not yet been determined. The Committee's position was that this provision (along with several other provisions discussed below) created a further risk of depleting value that would otherwise be available to unsecured creditors. In addition, assessing the Debtors' proposed Plan valuation—which was not yet in process as of the Petition Date—required the application of two distinct types of expertise: (i) an evaluation of the Debtors' business plan on a granular, segment-by-segment basis; and (ii) a determination and application of the appropriate valuation methodology.

22. White & Case also conducted a thorough assessment of the Debtors' potential settlement with UnitedHealthcare Insurance Company ("UHC"). The Committee determined it was prudent to evaluate the terms of the UHC Settlement (as defined below) because, among other things, the termination of the UHC relationship would have a direct impact on stakeholder recoveries. The Committee conducted required diligence in keeping with its statutory duties. As further discussed below, the Debtors' relationship with UHC was also a key workstream leading

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<sup>8</sup> "Disclosure Statement" refers to the *Disclosure Statement for First Amended Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and Its Debtor Affiliates* [Docket No. 550].

up to the confirmation hearing, in part because the Debtors did not disclose whether UHC had found replacement parties for their key contracts until after the confirmation hearing had begun.<sup>9</sup>

23. White & Case also investigated potential claims and causes of action related to the Debtor's prepetition transactions. Investigating the prepetition liability management transaction required extensive review of the Debtors' financial condition at various points in time, scrutiny of applicable market factors and the participants' incentives, a valuation of consideration exchanged, and analysis of the legal principles applicable to certain potential claims arising from the transaction. The Committee served targeted discovery relating to these issues. The Debtors' independent director (the "Independent Director") and his counsel, Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn"), tasked with a similar investigation mandate (but on behalf of a different constituency), also served document requests, conducted numerous interviews, reviewed all of the documents produced in responsive to the Committee's requests, and attended the depositions noticed by the Committee regarding the transactions and conduct at issue.

24. White & Case did not represent the members of the Committee in their individual capacity. But the firm was nevertheless forced to address the repercussions for the Committee of unreasonable discovery served on two Committee members by the Debtors and the Consenting Creditors.

25. In just over three months, White & Case reviewed more than 30,000 documents, conducted 14 depositions of representatives for the Debtors (including certain current and former directors and officers) and Consenting Creditors, and held three interviews with the Debtors' management team. White & Case (and the other Committee professionals) worked around the clock to satisfy the Committee's statutory duty to protect the interests of unsecured creditors on

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<sup>9</sup> See Dec. 8, 2025 Hr'g Tr. (K. Shepard Cross Examination) at 172:12-173:18.

the expedited timeline sought by the Debtors. This was necessary to ensure that unsecured creditors' interests were adequately represented. While Plan recoveries initially provided for *no* recovery to general unsecured creditors, as a result of the Committee's work, the Plan ultimately provided for a distribution to general unsecured creditors of their pro rata share of (i) 2% of the Debtors' new common interests (subject to dilution), new warrants, participation rights in an equity rights offering for eligible holders or (ii) a "cash-out" option for holders of claims less than \$1,000,000 for a pro rata share of a pool of cash up to \$32 million.

**A. Committee Professionals Have Satisfied Their Burden Under Section 330**

26. The professional seeking compensation under section 330 of the Bankruptcy Code bears the burden to establish a case in support of the fee award. 11 U.S.C. § 330(a)(3). A professional can satisfy its burden by submitting fee applications with sufficient information for the court to make a determination as to reasonableness. *See In re El Paso Refinery, L.P.*, 257 B.R. 809, 841 (Bankr. W.D. Tex. 2000) ("Normally, the fee application itself sets out evidence sufficient for a *prima facie* case that the final fee award sought to be approved is both reasonable and necessary within the meaning of the statute."). Once the applicant establishes a *prima facie* case that its fees are reasonable, any objecting party has the burden of demonstrating that specific fee requests are unreasonable. *Castorena v. Mendoza*, 2011 WL 13315708, at \*5 (S.D. Tex. Mar. 14, 2011) ("Generalized statements that time spent was unreasonable or unnecessary are not particularly helpful and not entitled to much weight.") (internal quotations omitted). Courts in this District have previously recognized that vague objections to reasonableness do not satisfy this burden. *See, e.g., In re MLCJR, LLC*, Case No. 23-90324 (Bankr. S.D. Tex. Sept. 25, 2024), Hr'g Tr. at 7:22-8:4 (noting that "[a] general complaint that too much time was spent . . . or a fee was too high, or creditors did not substantially recover . . . may not be enough to substantiate an objection").

27. White & Case has satisfied its burden to demonstrate that its fees are reasonable. As further evidenced in the fee applications, the Committee and its professionals played a vital role in ensuring that the rights of all unsecured creditors were fully represented, including through four distinct workstreams.

**i. DIP Motion**

28. White & Case conducted a comprehensive review of the proposed debtor-in-possession financing (the “DIP Facility”) described in the *Emergency Motion of the Debtors for Entry of Interim and Final Orders (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (C) Authorizing the Use of Cash Collateral, (D) Modifying the Automatic Stay, (E) Scheduling a Final Hearing, and (F) Granting Related Relief* [Docket No. 4] (the “DIP Motion”), which contained several provisions that the Committee viewed as objectionable, including:

- a) Outsized fees to the DIP lenders, including the backstop fee equal to 20% of the equity in the reorganized Debtors (noting that the Debtors’ own estimated total enterprise value was between \$80 million and \$126 million);
- b) Extension of the DIP liens and adequate protections liens to unencumbered assets, including avoidance actions;
- c) A waiver of section 506(c) of the Bankruptcy Code;
- d) A waiver of the “equities of the case” exception to section 552(b) of the Bankruptcy Code;
- e) A waiver of an ability to advocate for application of the doctrine of marshalling;
- f) A compressed timeline for confirmation of the a chapter 11 plan;<sup>10</sup>

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<sup>10</sup> The Court ultimately extended the timeline for confirmation of the chapter 11 cases after the Committee filed *The Official Committee of Unsecured Creditors’ Emergency Motion for Entry of An Order (I) Scheduling Certain Dates and*

- g) A limitation of the Committee’s professional fees during the chapter 11 cases;
- h) An insufficient \$50,000 investigation budget for the Committee;
- i) A professional escrow account where the Debtors would be required to borrow and pay interest on cash in escrow to fund the estimated future fees of estate professionals;
- j) A stipulation by the Debtors that all of their cash constituted cash collateral of the prepetition secured creditors without any potential for investigation or challenge;
- k) An increase in the secured creditors’ prepetition interest rate as a form of adequate protection;
- l) Confusing (at best) language regarding the ability to keep challenges live during the challenge period;
- m) An unqualified right to credit bid for the prepetition agent under the first lien credit agreement (the “Prepetition First Lien Agent”);
- n) An automatic right for the DIP agent to exercise all remedies against DIP collateral with only a five-day notice period;
- o) Full approval to and shield from challenge any and all fees on the DIP Facility paid prepetition; and
- p) No requirement to provide notice to the Committee of immaterial amendments to the DIP Facility.

These provisions created a risk of depleting value that would otherwise be available to unsecured creditors and required thorough and careful review.

29. In furtherance of the Committee’s statutory duties, White & Case, among other things, carefully reviewed the DIP Motion, the proposed final order to approve the DIP Motion

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*Deadlines in Connection with Confirmation of the Debtors’ Plan of Reorganization and Associated Proceedings, (II) Establishing Certain Protocols, and (III) Granting Related Relief* [Docket No. 484] (the “**Scheduling Motion**”).

(the “Final DIP Order”) and the DIP Facility’s credit agreement (the “DIP Credit Agreement”); conducted a detailed analysis of which entities were obligors and which assets were included or carved out of the proposed financing; assessed the propriety and scope of fees and other charges the Debtors sought to approve; provided proposed revisions to the Final DIP Order; negotiated these revisions with Debtors; conducted legal research related to outstanding issues; reviewed thousands of documents produced by the Debtors in response to the Committee’s discovery requests; conducted two depositions of Debtor representatives; prepared the Committee’s financial advisor for deposition; defended the deposition of the Committee’s financial advisor; drafted and refined the Committee’s objection to the DIP Motion [Docket No. 346] (the “DIP Objection”); assisted AlixPartners LLP (“AlixPartners”) with its supporting declaration to the DIP Objection [Docket No. 349]; and prepared for the hearing on the Debtors’ DIP Motion on September 30, 2025.

30. White & Case’s work resulted in a revised proposed Final DIP Order, which, removed the Prepetition First Lien Agent’s unqualified right to credit bid, required the DIP agent to seek relief from the automatic stay before exercising any remedies against the DIP Collateral, removed the cap on the Committee’s professional fees and increased the Committee’s investigation budget.

**ii. UHC Settlement**

31. All parties agreed from the beginning of these chapter 11 cases that the threatened loss of over \$250 million in revenues from UHC would substantially reduce stakeholder recoveries. In response to the potential settlement between UHC and the Debtors described in the *Motion of Debtors for Entry of an Order Pursuant to Bankruptcy Rule 9019 (A) Approving a Global Settlement Agreement By and Among the Debtors and UHC and (B) Granting Related*

*Relief* [Docket No. 439] (the “UHC Settlement”), the Committee sought informal discovery about UHC and their market reputation for terminating contracts (or threatening to) and then reengaging. During those informal interviews with the Debtors’ management, the Debtors confirmed that they could not identify any potential replacement providers.

32. The Committee then served limited discovery to the Debtors (document requests and a deposition notice) and filed a limited objection to the UHC Settlement.<sup>11</sup> White & Case took one deposition of the Debtors’ CRO, Chad Shandler. During his deposition, Mr. Shandler testified that (i) the loss of the UHC contracts would put the prepetition lenders under the Debtors’ first lien credit agreement (collectively, the “First Lien Lenders”) underwater, (ii) the Debtors had not identified potential replacement parties, (iii) he believed that the Debtors would identify the potential replacement parties prior to the termination date, and (iv) management expected that the Debtors would extend their existing contracts if replacement parties did not emerge by the termination date.

33. Given that testimony, the Committee raised the issue to the Court to address the material adverse consequences to the Committee’s constituents’ recoveries if the UHC contracts reappeared before the termination date or soon thereafter, and also to protect the legitimacy of the overall chapter 11 process. The Debtors did not provide updates to the transition process prior to the October 30, 2025 hearing.<sup>12</sup> The Committee’s objection to the UHC Settlement, which it presented at the October 30, 2025 hearing ensured the critical issue of whether the UHC relationship was actually terminating was presented to the Court and protected everyone from

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<sup>11</sup> See *The Official Committee of Unsecured Creditors’ Preliminary Objection to the Motion of Debtors for Entry of An Order Pursuant to Bankruptcy Rule 9019 (A) Approving A Global Settlement Agreement By and Among the Debtors and UHC and (B) Granting Related Relief* [Docket No. 576] at ¶ 2.

<sup>12</sup> See Oct. 30, 2025 Hr’g Tr. at 86:5-87:13.

criticism if UHC reemerged. The Court reserved the Committee’s rights to raise the issue at confirmation.<sup>13</sup>

34. The Debtors informed AlixPartners through early December that potential replacement parties were not yet identified.<sup>14</sup> But the Debtors apparently did get that information from a UHC representative shortly before the confirmation trial and the Debtors decided to make the disclosure (through hearsay statements) during the confirmation trial.<sup>15</sup>

**iii. Investigation of Claims and Causes of Action**

35. At the outset of these chapter 11 cases, the Debtors filed the Plan, which proposed—in exchange for *zero* recovery for unsecured creditors—the cancellation of more than half a billion of unsecured claims, and broad releases for no consideration for their directors, officers, and professionals, as well as those of the Consenting Creditors. This required a comprehensive investigation into potential estate claims and causes of action, including those relating to the liens under the Debtors’ secured loans and the Debtors’ prepetition transactions. Debtors’ counsel, Latham & Watkins LLP (“Latham”), was initially conducting this investigation. But Latham had previously represented the former administrative agent under the prepetition first lien credit agreement.<sup>16</sup> It was only after the Committee was engaged and retained White & Case, and over three weeks after the Petition Date, that the Independent Director engaged Quinn to conduct this investigation.<sup>17</sup>

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<sup>13</sup> See *id.* at 103:5-22.

<sup>14</sup> See Dec. 8, 2025 Hr’g Tr. (K. Shepard Cross Examination) at 172:12-173:18.

<sup>15</sup> See *id.*

<sup>16</sup> See Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Latham & Watkins LLP as Bankruptcy Co-Counsel Effective as of the Petition Date [Docket No. 338-1] ¶ 30. Latham was not involved in the prepetition liability management transaction with the First Lien Lenders. *Id.*

<sup>17</sup> See Declaration of Daniel B. Silvers, Investigating Director of ModivCare Inc., in Support of Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and its Debtor Affiliates [Docket No. 687] at ¶ 8 (“Because Latham formerly represented JPMorgan Chase Bank, N.A., which, until September 2025, had served as the administrative agent under the Company’s credit agreement dated as of February 3, 2022...I determined to retain separate counsel to assist me in the Investigation. On

36. White & Case undertook a comprehensive investigation into these matters. Investigations like this are typical in large, complex chapter 11 cases, especially those involving failed liability management transactions that were consummated by the Debtors prior to the Petition Date. Assessing the viability of, and seeking standing to prosecute, claims and causes of action were especially important because they could have been the sole source of recovery for unsecured creditors, which were slated to receive nothing under the proposed Plan. For example, a successful challenge to the liability management transaction would have resulted in distribution to unsecured creditors with only minor adjustments to the Debtors' valuation.

37. In connection with the Lien Challenge (as defined below), White & Case reviewed the prepetition first lien and second lien loan documents and related collateral packages; analyzed the Debtors' unperfected assets; and conducted thorough lien perfection reviews for each Debtor, including specialized reviews related to the liens on the Debtors' intellectual property. Recognizing the unique challenges posed by the Debtors' healthcare-related assets, White & Case also researched perfection requirements for Medicare and Medicaid receivables. To further support the Lien Challenge, White & Case conducted numerous depositions and interviews to understand the Debtors' business operations and the extent to which post-petition revenue was generated by post-petition labor. Ultimately, the Committee found colorable claims in connection with the Lien Challenge and White & Case drafted and litigated the *Committee's Omnibus Claim Objection and Lien Challenge Standing Motion* [Docket No. 729] and the *First Supplement to the Committee's Omnibus Claim Objection and Lien Challenge Standing Motion* [Docket No. 806], which necessitated significant preparation in advance of the confirmation hearing.

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September 15, 2025, at my direction, the Company retained Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel") for that purpose.").

38. The Committee also investigated sophisticated and complex prepetition transactions between the Debtors and their secured lenders, which demanded the highest level of diligence and expertise. Five months prior to the Petition Date, the Debtors completed an uptier transaction that increased their secured debt to approximately \$1.7 billion through a dollar-for-dollar exchange of \$271 million of unsecured notes for second-lien secured notes. As part of the investigation, White & Case deposed one of the Debtors' former independent board members who testified that the Debtors' management and restructuring advisors "seemed to be focused on . . . getting into bankruptcy" and the prospect of bankruptcy "overshadowed each and every aspect of what was happening" throughout his tenure on the board.<sup>18</sup>

39. The Committee had no choice but to thoroughly explore these issues. Accordingly, in connection with the Uptier Challenge (as defined below), White & Case conducted legal research into potential causes of action; conducted extensive discovery on the Debtors and First Lien Lenders, including reviewing thousands of documents relating to the Debtors' prepetition transactions and deposing several of the Debtors' former and current officers and directors; together with the Committee's financial advisor, analyzed the value of the consideration exchanged in the transactions; and drafted and litigated the Uptier Challenge [Docket No. 975]. White & Case also reviewed and researched potential causes of action related to the payments of prepetition bonuses and severance packages to Company employees.

40. White & Case also analyzed the adequacy of the Independent Director's own investigation into the Debtors' prepetition transactions, along with his associated conclusions and recommendations, to adequately assess the Debtors' exercise of their business judgment in granting broad releases under the Plan. This involved additional discovery and trial preparation,

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<sup>18</sup> Gonzales Dep. Tr, 196:14-197:23.

along with a repeated need to seek Court intervention regarding the timing of the Independent Director's disclosures and assertions of privilege. The latter dispute ultimately resulted in the Court partially sustaining the Committee's objection to certain aspects of the Independent Director's testimony regarding the his investigation and conclusions.<sup>19</sup>

**iv. Plan**

41. White & Case conducted a thorough review and analysis of the Plan, Disclosure Statement, and Plan Supplement,<sup>20</sup> ensuring that all provisions were scrutinized for their impact on unsecured creditors. The valuation of the Debtors' business was at the center of these chapter 11 cases. The Debtors and the Consenting Creditors initially filed a Plan that provided no recovery to unsecured creditors without even conducting an expert valuation, much less a valuation that had been market tested. The Committee was required to hire its own experts to assess the Debtors' underlying business plan—which assessed each of the Debtors' operative business segments—and to determine and apply the appropriate valuation methodology to independently conclude whether the Debtors' presumption that unsecured creditors were out of the money was correct.

42. The Committee's experts found that it was not. With only certain adjustments to the business plan and taking appropriate valuation methodologies into account, the Committee believed that there could have been enough value to satisfy claims of the First Lien Lenders and the prepetition noteholders under the Debtors' second lien notes, with residual value flowing to

<sup>19</sup> See, e.g., Dec. 8, 2025 Hr'g. Tr. (D. Silvers' Direct Testimony) at 203:3-207:24; 220:18-24; 221:20-222:19; 223:16-21; 230:24-231:15.

<sup>20</sup> "**Plan Supplement**" refers, collectively to the *Notice of Filing of Plan Supplement for the First Amended Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and Its Debtor Affiliate* [Docket No. 725], *Notice of Filing of Second Plan Supplement for the First Amended Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and Its Debtor Affiliate* [Docket No. 802], *Notice of Filing of Third Plan Supplement for the Second Amended Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and Its Debtor Affiliate* [Docket No. 961], *Notice of Filing of Fourth Plan Supplement for the Second Amended Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and Its Debtor Affiliate* [Docket No. 1030], *Notice of Filing of Fifth Plan Supplement for the Second Amended Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and Its Debtor Affiliate* [Docket No. 1094], and *Notice of Filing of Sixth Plan Supplement for the Second Amended Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and Its Debtor Affiliate* [Docket No. 1130].

unsecured creditors.<sup>21</sup> This was without even considering any additional value that could have been recovered from the Lien Challenge and Uptier Challenge. Those challenges, if successful, would have showed that the Plan was incorrectly premised on the First Lien Lenders' secured claim being \$881 million, which would have required a revision of the equity splits and, therefore, enhanced the proposed recovery to unsecured creditors.

43. White & Case conducted legal research related to the approval of the Plan and Disclosure Statement; closely examined the Independent Director's investigation and the scope and propriety of the Plan's proposed releases; drafted and filed the Disclosure Statement Objection (as defined below) and a supporting declaration [Docket No. 422]; assisted AlixPartners with the Committee's expert reports regarding the Debtors' business plan and valuation; and drafted and filed the Plan Objection (as defined below), advocating for the interests of unsecured creditors in light of the Plan's proposed treatment. In addition, the Committee provided numerous comments to the Debtors' pleadings and negotiated certain issues encompassed in the final orders for the Solicitation Procedures and Plan.

44. After extensive, good faith attempts to reach a consensual resolution, White & Case prepared for and participated in the multi-day hearing on the confirmation of the Plan, as well as the Uptier Challenge and Lien Challenge. Among other things, White & Case drafted the pleadings; prepared and conducted direct examinations, cross-examinations of each of the Debtors' witnesses, and oral argument; and finalized and negotiated exhibit lists and deposition designations. The four-day hearing included testimony by eight witnesses, including two Committee experts. The Court specifically found that the Committee's valuation expert testimony

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<sup>21</sup> Mr. Gonzales testified that a "consistent problem with FTI" throughout his tenure on the board was that their forecasts were almost "always lower than actual." *See* Gonzales Dep. Tr. 121:8-12.. Mr. Gonzales testified to his belief that FTI's forecasts were low "80 or 90 percent" of the time and it was a "pattern" that he saw in their projections. *Id.* at 121:13-18; 173:20-24.

was credible.<sup>22</sup> White & Case's efforts were instrumental in ensuring that the Committee's voice was heard and that the interests of unsecured creditors were represented in a case where their recovery was initially non-existent. Ultimately, in part based on the work of the Committee's professionals, the recovery for general unsecured creditors increased to provide for (i) a pro rata share of 2% of the reorganized equity, a warrant package and participation rights for eligible holders in an equity rights offering, or (ii) for holders of claims less than \$1,000,000, a "cash-out" option for a pro rata share of a \$32 million pool.

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45. Throughout these chapter 11 cases, White & Case has filed thousands of pages of detailed time entries, all of which have been approved on an interim basis without formal objection from any party.<sup>23</sup> White & Case has been consistently transparent in its fee applications, providing the information and detail necessary for a presumption of reasonableness. White & Case has satisfied the standards for final allowance and payment of its fees.

#### **TERMS AND CONDITIONS OF EMPLOYMENT AND COMPENSATION**

46. The terms and conditions of White & Case's employment by the Debtors and compensation to be paid to White & Case by the Debtors are outlined in the Retention Application and Retention Order. Post-petition compensation paid to White & Case by the Debtors has been paid from the Debtors' estates, in accordance with the Compensation Procedures Order and applicable bankruptcy law.

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<sup>22</sup> Dec. 12, 2025 Hr'g. Tr. at 8:21-24.

<sup>23</sup> The Consenting Creditors filed a *Reservation of Rights of the Consenting Creditors With Respect to White & Case LLP's First Monthly Fee Statement For Allowance of Compensation And Reimbursement of Expenses For the Period From September 9, 2025 to and Including September 30, 2025, and First Monthly Fee Statement of Alixpartners, LLP, Financial Advisor to the Official Committee of Unsecured Creditors, For Allowance Of Compensation For Professional Services Rendered and Reimbursement of Expenses Incurred For the Period From September 10, 2025 Through September 30, 2025* [Docket No. 753], but did not file a formal objection.

**PROFESSIONAL SERVICES PROVIDED BY WHITE & CASE TO THE COMMITTEE**

47. White & Case has assisted the Committee in all matters in these chapter 11 cases.

In support of this Application, White & Case submits the following:

- A. A proposed final order allowing compensation and reimbursement of expenses in the form located on the Court's website.
  - B. With respect to the period from September 9, 2025 to December 29, 2025:
    - a. Detailed statements of White & Case's hours expended and fees earned are attached to the Prior Fee Statements, filed at Docket Nos. 684, 882, 957, and 1197;
    - b. A summary of White & Case's hours expended and fees earned grouped by timekeeper (attorneys and paraprofessionals), attached hereto as **Exhibit A**;
    - c. A summary of White & Case's hours expended and fees earned grouped by billing category only, attached hereto as **Exhibit B**;
    - d. A summary of White & Case's hours expended, and fees earned grouped by billing category and then by timekeeper (attorneys and paraprofessionals), attached hereto as **Exhibit C**;
    - e. Detailed statements of White & Case's expenses incurred are attached to the Prior Fee Statements, filed at Docket Nos. 684, 882, 957, and 1197. An additional detailed statement of White & Case's expenses incurred through December 29, 2025, but not included in the Prior Fee Statements, is attached hereto as **Exhibit D**; and
    - f. A summary of White & Case's expenses incurred is attached hereto as **Exhibit E**.
  - C. A summary chart disclosing the customary and comparable compensation is attached hereto as **Exhibit F**.
  - D. A certification by Gregory F. Pesce, a partner of White & Case, is attached hereto as **Exhibit G**.
48. The following is a brief narrative summary, by project category, of the most significant professional services provided by White & Case to the Committee during the Final

Period.<sup>24</sup> These descriptions—together with the time detail attached to its Prior Fee Statements—demonstrate that White & Case was heavily involved in performing services for the Committee on a daily basis, often including night and weekend work,<sup>25</sup> to meet the needs of the Committee in these chapter 11 cases.

No.	Category Name
	Brief Narrative Summary
<b>B01</b>	<b>Adversary Proceedings</b>
	Throughout the chapter 11 cases, White & Case attorneys undertook various workstreams related to potential adversary proceedings to be initiated by the Committee, which are summarized in greater detail in B16 and B17.
<b>B02</b>	<b>Asset Analysis, Sale &amp; Disposition</b>
	White & Case attorneys analyzed the exhibits contained in the Plan Supplement referencing the sale and disposition of assets [Docket Nos. 725, 802, 961, 1030].
<b>B03</b>	<b>Automatic Stay Issues</b>
	White & Case attorneys worked on various matters including analyzing and assessing the various motions for relief from automatic stay filed in the chapter 11 cases [Docket Nos. 471, 657].
<b>B04</b>	<b>Case Administration</b>
	White & Case attorneys and paraprofessionals worked on various matters related to the management of the chapter 11 cases, including monitoring the docket, maintaining a case calendar of upcoming deadlines, and addressing and monitoring work in progress. White & Case attorneys corresponded and met regularly regarding the progress and current status of ongoing workstreams to ensure work was not being duplicated.
<b>B05</b>	<b>Case Strategy</b>
	Throughout the chapter 11 cases, White & Case attorneys advised the Committee with respect to strategy on several issues, including, but not limited to: (1) certain pending motions; (2) strategy related to DIP Financing & Cash Collateral [ <i>see</i> project category B11]; (3) strategy related to Discovery [ <i>see</i> project category B12]; (4) strategy related to the Plan

<sup>24</sup> The summary herein is divided according to the project categories that White & Case created to best reflect the categories of tasks that it was required to perform during the chapter 11 cases. Nevertheless, under the circumstances, and given the interconnectedness of the issues in the chapter 11 cases, certain of these categories may overlap with one another.

<sup>25</sup> Approximately 15.5% of the hours billed were billed on a Saturday or a Sunday.

	and Disclosure Statement [ <i>see</i> project category B13]; and (5) strategy related to the Investigations and Lien Challenge [ <i>see</i> project categories B16 and B17]; and (6) strategy related to potential settlement [ <i>see</i> project categories B18]. Further, White & Case attorneys discussed many of the foregoing issues with the Debtors, the Consenting Creditors, and their respective advisors.
<b>B06</b>	<b>Cash Management &amp; Intercompany Issues</b>
	White & Case attorneys and paraprofessionals worked on various matters related to Cash Management and Intercompany Issues, including: (1) analyzing and conducting research related to the Debtors' cash management motion and critical vendor motions [Docket Nos. 6, 16, 280] (collectively, the " <u>Cash Management Motion and Critical Vendor Motion</u> "); (2) revising the proposed final orders granting the Cash Management Motion and Critical Vendor Motion, then approved by the Court [Docket Nos. 334, 388, 394]; and (3) attending to calls and correspondence with Debtors' counsel regarding the Cash Management Motion and Critical Vendor Motion.
<b>B07</b>	<b>Claims Administration &amp; Objections</b>
	Throughout the chapter 11 cases, White & Case attorneys worked on various matters related to the administration of claims in the chapter 11 cases, including, but not limited to (1) analyzing proofs of claim; (2) reviewing AlixPartners' analysis of the claims filed in the chapter 11 cases; (3) analyzing the Consenting Creditors' proofs of claim; (4) researching claim objection procedures; and (5) preparing the Lien Challenge Standing Motion (as defined herein), which is discussed in greater detail in B17.
<b>B08</b>	<b>Committee Meetings &amp; Communications</b>
	Throughout the chapter 11 cases, White & Case attorneys (1) streamlined the Committee's financial advisor pitching process; (2) drafted the Committee's bylaws; (3) worked with AlixPartners in preparing weekly presentations to the Committee regarding the chapter 11 cases; (4) organized and attended weekly meetings with the Committee; (5) prepared minutes of weekly meetings with the Committee; and (6) maintained constant communication with Committee members throughout the chapter 11 cases.
<b>B09</b>	<b>Corporate, Securities &amp; Regulatory Issues</b>
	Throughout the chapter 11 cases, White & Case attorneys analyzed the exhibits and revisions thereto contained in the Plan Supplement and conferred on various corporate, securities and regulatory issues [Docket Nos. 725, 802, 961, 1030].
<b>B10</b>	<b>Creditor Communications</b>
	Throughout the chapter 11 cases, White & Case attorneys met and conferred with counsel to the Consenting Creditors, communicated with individual Committee members regarding discussions with other constituents in the chapter 11 cases, and communicated with individual unsecured creditors regarding general case information.

<b>B11</b>	<b>DIP Financing &amp; Cash Collateral</b>
	<p>White &amp; Case attorneys undertook various workstreams related to the Debtors' DIP Motion, including, but not limited to: (1) reviewing the DIP Motion; (2) analyzing the DIP Credit Agreement; (3) analyzing the entities obligated under the DIP Credit Agreement; (4) analyzing the assets included and excluded from the DIP Credit Agreement; (5) assessing the propriety of the various fees sought to be approved by the DIP Motion; (6) revising the Debtors' proposed Final DIP Order in order to resolve the Committee's issues; (7) meeting and conferring with the Debtors regarding the Committee's revisions to the proposed Final DIP Order; (8) drafting the DIP Objection, which was filed on September 23, 2025 [Docket No. 346]; (9) conducting various research workstreams in preparation of the DIP Objection; (8) conferring with AlixPartners and assisting in the preparation and filing of their declaration in support of the DIP Objection, which was filed on September 23, 2025 [Docket No. 349].</p>
<b>B12</b>	<b>Discovery</b>
	<p>Throughout the chapter 11 cases, White &amp; Case attorneys undertook extensive discovery, including discovery related to the liens asserted on the Debtors' assets, the Debtors' prepetition transactions, the Debtors' DIP Motion, the Debtors' Plan and Disclosure Statements, and the UHC Settlement. Such discovery included reviewing over 30,000 documents, preparing for and conducting fourteen depositions, defending three depositions, and interviewing Company witnesses. Throughout this process, White &amp; Case attorneys attended to various discovery disputes with the Debtors and Consenting Creditors, including by: (1) preparing for and attending several meet and confers and exchanging correspondences regarding their document productions; (2) negotiating interim deadlines and litigating an appropriate scheduling order; and (3) corresponding with Quinn, counsel to the Independent Director, regarding the Independent Director's investigation, and litigating remaining issues with the aid of this Court.</p>
<b>B13</b>	<b>Exclusivity, Plan &amp; Disclosure Statement</b>
	<p>Throughout the chapter 11 cases, White &amp; Case attorneys undertook various workstreams related to the Plan and Disclosure Statement, including, but not limited to: (1) reviewing the Plan, Disclosure Statement, and Plan Supplement; (2) analyzing the Independent Director's investigation and the Plan's proposed releases; (3) conducting various research related to approval of the Disclosure Statement; (4) drafting, finalizing, and filing the Committee's objection to the Disclosure Statement, which was filed on October 2, 2025 [Docket No. 421] (the "<u>Disclosure Statement Objection</u>"); (5) drafting, finalizing, and filing the declaration in support of the Disclosure Statement Objection, which was filed on October 2, 2025 [Docket No. 422]; (6) attending to various internal meetings and external calls with AlixPartners and the Committee regarding the Disclosure Statement Objection; (7) drafting, finalizing, and filing the Scheduling Motion, which was filed on October 9, 2025 [Docket No. 484]; (8) meeting with the Debtors and finalizing the agreed-upon order regarding the scheduling of confirmation dates and deadlines, which was filed on October 15, 2025 [Docket No. 546]; (9) conducting various research related to confirmation of the Plan; (10) drafting, finalizing, and filing the Committee's objection to confirmation of the</p>

	Plan, which was filed on November 25, 2025 [Docket No. 851] (the “ <u>Plan Objection</u> ”); (11) attending to various internal meetings and external calls with AlixPartners and the Committee regarding the Plan Objection; and (12) preparing for the multi-day hearing on confirmation of the Plan.
<b>B14</b>	<b>Executory Contracts &amp; Unexpired Leases</b>
	White & Case attorneys analyzed and assessed the Debtors’ assumed and rejected executory contracts.
<b>B15</b>	<b>Hearings &amp; Court Matters</b>
	Throughout the chapter 11 cases, White & Case attorneys and paraprofessionals prepared for and attended various hearings and status conferences, including, but not limited to: the contested DIP hearing on September 30, 2025; the Court’s ruling on the DIP Motion on October 3, 2025; the status conference on the Confirmation schedule on October 10, 2025; the hearing on the UHC Settlement on October 30, 2025; hearings and status conferences regarding the Independent Director’s declarations on November 21, 2025, November, 25, 2025, and December 3, 2025; and the contested Confirmation hearing from December 8, 2025 through December 12, 2025.
<b>B16</b>	<b>Investigation of Causes of Action</b>
	Throughout the chapter 11 cases, White & Case attorneys undertook various workstreams related to the investigation of causes of action, including, but not limited to: (1) reviewing the first lien and second lien credit documents and collateral packages; (2) analyzing the Debtors’ unperfected assets; (3) conducting lien perfection reviews with respect to each Debtor; (4) conducting IP lien perfection reviews with respect to each Debtor; (5) researching perfection requirements with respect to Medicare and Medicaid Receivables; (6) researching perfection requirements with respect to cash and motor vehicles; (7) researching the application of section 552 of the Bankruptcy Code and its exceptions; (8) conducting various depositions and interviews with respect to the Debtors’ business and the extent post-petition revenue is derived from post-petition labor; (9) drafting, finalizing and filing the Committee’s Omnibus Claim Objection and Lien Challenge Standing Motion, which was filed on November 14, 2025 [Docket No. 729] (the “ <u>Lien Challenge Standing Motion</u> ”); (10) drafting, finalizing and filing the First Supplement to the Committee’s Omnibus Claim Objection and Lien Challenge Standing Motion, which was filed on November 24, 2025 [Docket No. 806] (together with the Lien Challenge Standing Motion, the “ <u>Lien Challenge</u> ”); (11) analyzing the Debtors’ and Consenting Creditors’ replies to the Lien Challenge [Docket Nos. 921, 923, 925]; (12) drafting, finalizing and filing the Committee’s Reply in Support of the Lien Challenge, which was filed on December 7, 2025 [Docket No. 975]; (13) analyzing the Debtors’ prepetition transactions; (14) analyzing the Debtors’ prepetition credit documents; (15) reviewing AlixPartners’ analysis of the Debtors’ prepetition transactions; (16) conducting various research workstreams related to the Debtors’ prepetition transactions; (17) reviewing the Debtors’ prepetition payments of bonuses and other compensation; (18) preparing for various depositions regarding the Debtors’ prepetition transactions; (19) analyzing the Independent Director’s declarations

	<p>regarding the investigation into the Debtors' prepetition transactions [Docket Nos. 687, 803]; (20) drafting, finalizing and filing the Committee's Uptier Challenge Standing Motion, which was filed on November 14, 2025 [Docket No. 728] (the "<u>Uptier Challenge</u>"); (21) analyzing the Debtors' and Consenting Creditors' replies to the Uptier Challenge [Docket Nos. 921, 923, 925]; (22) drafting, finalizing and filing the Committee's Reply in support of the Uptier Challenge which was filed on December 7, 2025 [Docket No. 974]; and (23) attending to various internal calls and calls with AlixPartners and the Committee regarding the Lien Challenge and Uptier Challenge.</p> <p>Due to the nature of the investigations, there was extensive overlap between project categories B16 and B17.</p>
<b>B17</b>	<b>Lien Challenge</b>
	<p>Throughout the chapter 11 cases, White &amp; Case attorneys undertook various workstreams related to Lien Challenge, including, but not limited to: (1) reviewing the first lien and second lien credit documents and collateral packages; (2) analyzing the Debtors' unperfected assets; (3) attending to various calls with AlixPartners' regarding analysis of the Debtors' perfected and unperfected assets; (4) researching the extent of perfection with respect to Medicare and Medicaid Receivables; (5) researching the application of section 552 of the Bankruptcy Code and its exceptions; (6) drafting, finalizing and filing the Lien Challenge [Docket Nos. 729, 806]; (7) analyzing the Debtors' and Consenting Creditors' replies to the Lien Challenge [Docket Nos. 921, 923, 925]; and (8) drafting, finalizing and filing the Committee's Reply in Support of the Lien Challenge, which was filed on December 7, 2025 [Docket No. 975].</p> <p>Due to the nature of the Lien Challenge, there was extensive overlap between project categories B16 and B17.</p>
<b>B18</b>	<b>Mediation</b>
	<p>Throughout the chapter 11 cases, White &amp; Case attorneys undertook various workstreams related to mediation and settlement efforts with the Debtors, including, but not limited to: (1) attending meetings internally and with AlixPartners for settlement meeting preparations; (2) attending meetings with the Committee regarding the status of settlements; (3) analyzing the Plan, Disclosure Statement and liquidation analysis in preparation for settlement meeting [Docket Nos. 445, 446, 452]; (4) preparing materials for settlement meetings; (5) attending calls with Debtors' and Consenting Creditors' professionals regarding settlement meetings; (5) attending settlement meetings; (6) analyzing and assessing settlement proposals; and (7) preparing settlement counterproposals.</p>
<b>B19</b>	<b>Non-Working Travel</b>
	<p>White &amp; Case attorneys traveled to/from Houston, Texas to attend Court hearings.</p>
<b>B20</b>	<b>Professional Retention &amp; Fees – W&amp;C</b>

	Throughout the chapter 11 cases, White & Case attorneys and paraprofessionals undertook various workstreams related to its retention and fees, including, but not limited to: (1) preparing and filing a retention application for White & Case [Docket No. 562], which retention was approved by the Court on October 31, 2025 [Docket No. 616]; (2) addressing issues raised by the U.S. Trustee with respect to White & Case's retention; (3) preparing and filing a supplemental declaration in support of White & Case's retention [Docket No. 593]; (4) preparing and filing additional supplemental declarations in support of retention [Docket Nos. 964, 956, 1079]; (5) preparing and filing four Monthly Fee Statements [Docket Nos. 684, 882, 957, 1197], preparing and filing one Interim Fee Application [Docket No. 1000], and this Application; and (5) addressing certain budgetary and fee estimate issues.
<b>B21</b>	<b>Professional Retention &amp; Fees – Other</b>
	Throughout the chapter 11 cases, White & Case attorneys undertook various workstreams related to other professionals' retention and fees, including, but not limited to: (1) analyzing and filing the retention application for AlixPartners [Docket No. 473], which retention was approved by the Court on November 4, 2025 [Docket No. 654]; (2) analyzing and filing the supplemental declaration in support of AlixPartners' retention [Docket No. 643]; (3) analyzing and filing AlixPartners' three Monthly Fee Statements [Docket Nos. 666, 897, 1086]; (3) analyzing the retention applications for the Debtors' professionals; and (4) conferring internally and with the Debtors with respect to their retention applications.
<b>B22</b>	<b>Reports, Schedules &amp; US Trustee Issues</b>
	Throughout the chapter 11 cases, White & Case attorneys worked on various matters, including preparing for and attending the Section 341 Meeting, analyzing the Debtors' Schedules and Statements of Financial Affairs, and reviewing AlixPartners' analysis of the Debtors' schedules and statements of financial affairs.
<b>B23</b>	<b>Tax Issues</b>
	Throughout the chapter 11 cases, White & Case attorneys worked on various tax-related matters.

49. In the ordinary course of White & Case's practice, White & Case maintains a record of expenses incurred in the rendition of professional services required by the Committee for which reimbursement is sought. As noted above, a summary of White & Case's expenses is attached as **Exhibit E**, with the detailed statement of same attached to the Prior Fee Statements and hereto as **Exhibit D**. The expenses incurred for which White & Case seeks reimbursement include, but are not limited to, discovery and e-discovery expenses, travel expenses, and printing expenses. These

charges are intended to reimburse White & Case's direct operating costs, which are not incorporated into White & Case's hourly billing rates. White & Case charges external costs at the vendor's cost without markup.

50. Although White & Case has made every effort to include all fees earned and expenses incurred during the Final Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Final Period. White & Case reserves the right to make further applications or to supplement this Application to this Court for allowance of such fees and expenses not included herein.

**ALLOWANCE OF THE FEES AND EXPENSES**

51. In this Application, White & Case seeks final allowance and payment of compensation for professional services provided in the amount of \$13,893,521.00 and reimbursement of actual and necessary expenses in the amount of \$300,469.13 that were incurred for the Final Period.

52. The blended rates for all White & Case timekeepers for the Final Period is \$1,414.

53. In support of the Application, White & Case relies upon its Prior Fee Statements and Interim Fee Application, which are incorporated herein by reference.

54. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 1103 of the Bankruptcy Code (such as counsel to the Committee) "reasonable compensation for actual, necessary services rendered . . . [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1)(A)-(a)(1)(B). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . , the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

55. The Application readily meets the standards of section 330 and applicable case law for compensation for services rendered on behalf of the Committee.

56. White & Case respectfully submits that the foregoing professional services for which it seeks compensation in this Application were, at the time rendered, reasonable, necessary for, beneficial to, and appropriate to the Committee, the Debtors, their estates, and the administration of these chapter 11 cases. White & Case further believes that it performed the services for the Committee economically, effectively, and efficiently, and the results obtained benefited not only the Committee and its constituents, but also the Debtors' estates. White & Case further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Committee and all parties in interest.

57. During the Final Period, White & Case's U.S. hourly billing rates for attorneys (though not necessarily billed to the Debtors' estates) ranged from \$870 to \$2,500. The hourly rates and corresponding rate structure utilized by White & Case in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by White & Case for

restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. White & Case strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

58. Moreover, White & Case's hourly rates are set at a level designed to compensate White & Case fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

59. Over 83% of the hours worked were by attorneys within White & Case's Financial Restructuring and Insolvency Practice, a practice which enjoys a national and international reputation for its expertise in financial restructurings. Overall, White & Case brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Committee and all parties in interest.

60. In conclusion, the services provided by White & Case have been necessary to the Committee's role in these chapter 11 cases during the Final Period, and were beneficial at the time at which the services were rendered toward the successful prosecution of the unsecured creditors' interests in these chapter 11 cases. Further, White & Case performed the services within a reasonable amount of time commensurate with the complexity, importance, nature of the problems, issues, and tasks addressed on behalf of the Committee. Finally, the compensation sought is reasonable based on the customary compensation charged by comparably skilled practitioners in

chapter 11 cases. White & Case requests that the Court determine that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered.

61. As a result of the services provided, White & Case incurred expenses which it billed. The disbursements for such services are not included in White & Case's overhead for the purpose of setting billing rates and White & Case has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases. Among other things, White & Case makes sure that all expenses for which it seeks reimbursement were reasonable and appropriate.

WHEREFORE, White & Case requests that this Court enter an order granting final allowance and payment of compensation for professional services provided in the amount of \$13,893,521.00 and reimbursement of actual and necessary expenses in the amount of \$300,469.13 that were incurred for the Final Period.

Dated: February 12, 2026  
Houston, Texas

*/s/ Charles R. Koster*

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*Counsel for the Official Committee of Unsecured  
Creditors*

**CERTIFICATE OF SERVICE**

I certify that on February 12, 2026, I caused a copy of the foregoing document to be served via the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ Charles R. Koster*

\_\_\_\_\_  
Charles R. Koster

**Exhibit A****Summary of Total Hours and Fees by Timekeeper**

<b>Name</b>	<b>Title</b>	<b>Year Adm.</b>	<b>Areas of Expertise</b>	<b>Hours</b>	<b>Rate</b>	<b>Fees</b>
<b>Abouhashish, Salma</b>	Associate	2023	Pool Associates - Corporate	16.0	\$870.00	\$13,920.00
<b>Ahmed, Heidi</b>	Associate	2024	Capital Markets Practice	6.0	\$990.00	\$5,940.00
<b>Aquije, Alonso</b>	Associate	2022	Financial Restructuring & Insolvency (FRI) Practice	157.1	\$1,110.00	\$174,381.00
<b>Bagdasarian, Amy</b>	Associate	2003	Debt Finance Practice	13.9	\$1,580.00	\$21,962.00
<b>Beil, Ryan</b>	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	378.2	\$1,280.00	\$484,096.00
<b>Binuya, Sebastian Angelo</b>	Litigation Specialist	N/A	Practice Technology - Disputes	0.5	\$420.00	\$210.00
<b>Bourgault, Jacob</b>	Associate	2025	Pool Associates - Corporate	593.3	\$870.00	\$516,171.00
<b>Chase, Ashley</b>	Associate	2016	Financial Restructuring & Insolvency (FRI) Practice	693.7	\$1,580.00	\$1,096,046.00
<b>Chemborisov, Gleb</b>	Litigation Specialist	N/A	Timekeeper Pool	68.8	\$490.00	\$33,712.00
<b>Chen, Ken</b>	Project Manager - Litigation Support	N/A	Practice Technology - Disputes	79.5	\$490.00	\$38,955.00
<b>Chen, Tony</b>	Manager of Litigation Support	N/A	Timekeeper Pool	3.2	\$490.00	\$1,568.00
<b>Chitwan, Charu</b>	Associate	2014	Financial Restructuring & Insolvency (FRI) Practice	332.7	\$1,110.00	\$369,297.00
<b>Dreier, David</b>	Partner	1995	Tax Practice	0.8	\$2,350.00	\$1,880.00
<b>Ericksen, A.J.</b>	Partner	2005	Securities Practice	15.4	\$2,200.00	\$33,880.00
<b>Fajar, Jimmy</b>	Associate Director	N/A	Timekeeper Pool	1.4	\$540.00	\$756.00
<b>Feld, Elizabeth</b>	Partner	2001	Financial Restructuring & Insolvency (FRI) Practice	7.3	\$1,790.00	\$13,067.00
<b>Galvan, Paolo</b>	Project Manager - Litigation Support	N/A	Practice Technology - Disputes	1.0	\$420.00	\$420.00
<b>Gee, Steven</b>	Partner	2009	Tax Practice	1.4	\$1,900.00	\$2,660.00
<b>Gorsich, Ronald</b>	Partner	2001	Financial Restructuring & Insolvency (FRI) Practice	2.5	\$1,900.00	\$4,750.00
<b>Graham, Richard</b>	Counsel	2003	Financial Restructuring & Insolvency (FRI) Practice	1.1	\$1,630.00	\$1,793.00
<b>Greissman, Scott</b>	Partner	1995	Financial Restructuring & Insolvency (FRI) Practice	411.3	\$2,500.00	\$1,028,250.00
<b>Hirshorn, Deanna</b>	Legal Assistant	N/A	Financial Restructuring & Insolvency (FRI) Practice	59.7	\$490.00	\$29,253.00
<b>Hong, Alice</b>	Associate	2020	Financial Restructuring & Insolvency (FRI) Practice	448.6	\$1,370.00	\$614,582.00
<b>Isaac, Chantal</b>	Associate	N/A	Pool Associates - Corporate	223.2	\$870.00	\$194,184.00
<b>Kakani, Bhavini</b>	Associate	2025	Litigation Practice	257.3	\$870.00	\$223,851.00
<b>Kates, Paula</b>	Associate	2020	Litigation Practice	7.4	\$1,370.00	\$10,138.00
<b>Koster, Charles</b>	Partner	2009	Financial Restructuring & Insolvency (FRI) Practice	110.2	\$1,900.00	\$209,380.00

Name	Title	Year Adm.	Areas of Expertise	Hours	Rate	Fees
<b>Lingle, Barrett</b>	Associate	2020	Financial Restructuring & Insolvency (FRI) Practice	159.8	\$1,370.00	\$218,926.00
<b>Litz, Dominic</b>	Associate	2018	Financial Restructuring & Insolvency (FRI) Practice	349.1	\$1,370.00	\$478,267.00
<b>Ludovici, Stephen</b>	Staff Attorney	2014	Financial Restructuring & Insolvency (FRI) Practice	70.6	\$1,110.00	\$78,366.00
<b>Lupinacci, Frank</b>	Partner	2008	M&A - Private Equity Practice	18.1	\$1,900.00	\$34,390.00
<b>Magnaye, Maclin</b>	Litigation Specialist	N/A	Practice Technology - Disputes	1.0	\$420.00	\$420.00
<b>Mago, Don</b>	Associate	2022	Financial Restructuring & Insolvency (FRI) Practice	295.4	\$990.00	\$292,446.00
<b>McNary, Mary Jane</b>	Legal Assistant	N/A	Litigation Practice	1.2	\$420.00	\$504.00
<b>Miranda, Loredana</b>	Associate	2022	Financial Restructuring & Insolvency (FRI) Practice	787.6	\$1,220.00	\$960,872.00
<b>Morales, Jon</b>	Project Manager - Litigation Support	N/A	Practice Technology - Disputes	0.5	\$490.00	\$245.00
<b>Pados, Gyorgy</b>	Associate Director	N/A	Timekeeper Pool	3.3	\$540.00	\$1,782.00
<b>Pesce, Gregory</b>	Partner	2011	Financial Restructuring & Insolvency (FRI) Practice	211.8	\$2,100.00	\$444,780.00
<b>Quintana, Anastasia</b>	Associate	N/A	Pool Associates - Litigation	203.5	\$870.00	\$177,045.00
<b>Rai, Parm</b>	Associate	2024	Debt Finance Practice	23.8	\$1,110.00	\$26,418.00
<b>Sachdev, Varoon</b>	Associate	2018	Financial Restructuring & Insolvency (FRI) Practice	262.0	\$1,420.00	\$372,040.00
<b>Shore, Christopher</b>	Partner	1992	Financial Restructuring & Insolvency (FRI) Practice	534.9	\$2,500.00	\$1,337,250.00
<b>Silnicki, Graham</b>	Associate	2013	Debt Finance Practice	19.8	\$1,470.00	\$29,106.00
<b>Slattery, Christine</b>	Legal Assistant	N/A	Debt Finance Practice	26.2	\$700.00	\$18,340.00
<b>Smith, Erin</b>	Counsel	2014	Financial Restructuring & Insolvency (FRI) Practice	604.3	\$1,630.00	\$985,009.00
<b>Venes, Aileen</b>	Legal Assistant	N/A	Financial Restructuring & Insolvency (FRI) Practice	61.5	\$490.00	\$30,135.00
<b>Walz, Jacko</b>	Associate	2025	Financial Restructuring & Insolvency (FRI) Practice	481.9	\$870.00	\$419,253.00
<b>West, Colin</b>	Partner	2008	Financial Restructuring & Insolvency (FRI) Practice	326.1	\$1,790.00	\$583,719.00
<b>Wick, Katie</b>	Legal Assistant	N/A	Financial Restructuring & Insolvency (FRI) Practice	218.3	\$490.00	\$106,967.00
<b>Yoo, Jade</b>	Associate	2020	Financial Restructuring & Insolvency (FRI) Practice	206.5	\$1,370.00	\$282,905.00
<b>Yu, Emily</b>	Legal Assistant	N/A	Litigation Practice	1.8	\$420.00	\$756.00
<b>Zahiremami, Golshid</b>	Associate	2025	Financial Restructuring & Insolvency (FRI) Practice	345.2	\$990.00	\$341,748.00
<b>Zakia, Jason</b>	Partner	1999	Financial Restructuring & Insolvency (FRI) Practice	343.1	\$2,200.00	\$754,820.00
<b>Zatz, Andrew</b>	Partner	2008	Financial Restructuring & Insolvency (FRI) Practice	377.1	\$2,100.00	\$791,910.00
<b>Grand Total</b>				<b>9,825.9</b>		<b>\$13,893,521.00</b>

**Exhibit B****Summary of Total Hours and Fees by Billing Category**

<b>Cat. No.</b>	<b>Project Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
B01	Adversary Proceedings	8.8	\$7,656.00
B02	Asset Analysis, Sale & Disposition	1.4	\$2,660.00
B03	Automatic Stay Issues	4.5	\$8,161.00
B04	Case Administration	154.8	\$131,812.00
B05	Case Strategy	268.2	\$500,054.00
B06	Cash Management & Intercompany Issues	24.0	\$42,195.00
B07	Claims Administration & Objections	35.2	\$44,656.00
B08	Committee Meetings & Communications	207.8	\$364,318.00
B09	Corporate, Securities & Regulatory Issues	14.4	\$26,733.00
B10	Creditor Communications	11.7	\$19,821.00
B11	DIP Financing & Cash Collateral	503.1	\$828,944.00
B12	Discovery	3,328.9	\$4,295,633.00
B13	Exclusivity, Plan & Disclosure Statement	1,971.8	\$2,759,882.00
B14	Executory Contracts & Unexpired Leases	8.3	\$8,328.00
B15	Hearings & Court Matters	705.0	\$1,251,067.00
B16	Investigation of Causes of Action	2,027.9	\$2,807,492.00
B17	Lien Challenge	121.0	\$139,526.00
B18	Mediation	186.8	\$353,426.00
B19	Non-Working Travel	37.4	\$66,382.00
B20	Professional Retention & Fees - W&C	167.8	\$184,752.00
B21	Professional Retention & Fees - Other	29.0	\$35,490.00
B22	Reports, Schedules & US Trustee Issues	5.7	\$9,573.00
B23	Tax Issues	2.4	\$4,960.00
	<b>Grand Total</b>	<b>9,825.9</b>	<b>\$13,893,521.00</b>

**Exhibit C****Summary of Total Hours and Fees by Billing Category and Timekeeper**

<b>Cat. No.</b> <b>Project Category Description</b> <b>Name</b>	<b>Hours</b>	<b>Fees</b>
<b>B01</b>	<b>8.8</b>	<b>\$7,656.00</b>
<b>Adversary Proceedings</b>	<b>8.8</b>	<b>\$7,656.00</b>
Bourgault, Jacob	8.8	\$7,656.00
<b>B02</b>	<b>1.4</b>	<b>\$2,660.00</b>
<b>Asset Analysis, Sale &amp; Disposition</b>	<b>1.4</b>	<b>\$2,660.00</b>
Lupinacci, Frank	1.4	\$2,660.00
<b>B03</b>	<b>4.5</b>	<b>\$8,161.00</b>
<b>Automatic Stay Issues</b>	<b>4.5</b>	<b>\$8,161.00</b>
Gorsich, Ronald	2.5	\$4,750.00
Litz, Dominic	1.3	\$1,781.00
Shore, Christopher	0.4	\$1,000.00
Zatz, Andrew	0.3	\$630.00
<b>B04</b>	<b>154.8</b>	<b>\$131,812.00</b>
<b>Case Administration</b>	<b>154.8</b>	<b>\$131,812.00</b>
Beil, Ryan	1.5	\$1,920.00
Chitwan, Charu	0.4	\$444.00
Greissman, Scott	0.6	\$1,500.00
Hirshorn, Deanna	12.4	\$6,076.00
Hong, Alice	2.5	\$3,425.00
Isaac, Chantal	0.6	\$522.00
Koster, Charles	0.5	\$950.00
Lingle, Barrett	2.8	\$3,836.00
Litz, Dominic	6.1	\$8,357.00
Mago, Don	40.4	\$39,996.00
Miranda, Loredana	8.3	\$10,126.00
Sachdev, Varoon	5.5	\$7,810.00
Smith, Erin	4.2	\$6,846.00
Venes, Aileen	10.0	\$4,900.00
Walz, Jacko	4.0	\$3,480.00
Wick, Katie	43.6	\$21,364.00
Zahiremami, Golshid	9.6	\$9,504.00
Yu, Emily	1.8	\$756.00
<b>B05</b>	<b>268.2</b>	<b>\$500,054.00</b>
<b>Case Strategy</b>	<b>268.2</b>	<b>\$500,054.00</b>
Aquije, Alonso	0.8	\$888.00
Beil, Ryan	6.7	\$8,576.00
Bourgault, Jacob	1.3	\$1,131.00
Chase, Ashley	6.7	\$10,586.00
Chemborisov, Gleb	0.5	\$245.00
Chitwan, Charu	1.3	\$1,443.00
Greissman, Scott	17.2	\$43,000.00
Hong, Alice	3.1	\$4,247.00
Isaac, Chantal	2.0	\$1,740.00
Kakani, Bhavini	0.8	\$696.00
Koster, Charles	2.6	\$4,940.00
Lingle, Barrett	7.6	\$10,412.00

Cat. No. Project Category Description Name	Hours	Fees
Litz, Dominic	19.8	\$27,126.00
Mago, Don	15.7	\$15,543.00
Miranda, Loredana	7.6	\$9,272.00
Pesce, Gregory	73.1	\$153,510.00
Quintana, Anastasia	5.7	\$4,959.00
Sachdev, Varoon	10.5	\$14,910.00
Shore, Christopher	32.5	\$81,250.00
Walz, Jacko	1.2	\$1,044.00
Yoo, Jade	3.7	\$5,069.00
Zahiremami, Golshid	1.3	\$1,287.00
Zakia, Jason	5.3	\$11,660.00
Zatz, Andrew	41.2	\$86,520.00
<b>B06</b>	<b>24.0</b>	<b>\$42,195.00</b>
<b>Cash Management &amp; Intercompany Issues</b>	<b>24.0</b>	<b>\$42,195.00</b>
Beil, Ryan	2.8	\$3,584.00
Greissman, Scott	4.4	\$11,000.00
Lingle, Barrett	1.5	\$2,055.00
Litz, Dominic	0.2	\$274.00
Mago, Don	5.6	\$5,544.00
Shore, Christopher	1.2	\$3,000.00
West, Colin	0.8	\$1,432.00
Zahiremami, Golshid	0.4	\$396.00
Zatz, Andrew	7.1	\$14,910.00
<b>B07</b>	<b>35.2</b>	<b>\$44,656.00</b>
<b>Claims Administration &amp; Objections</b>	<b>35.2</b>	<b>\$44,656.00</b>
Graham, Richard	1.1	\$1,793.00
Greissman, Scott	0.1	\$250.00
Lingle, Barrett	0.7	\$959.00
Litz, Dominic	1.0	\$1,370.00
Mago, Don	16.1	\$15,939.00
Sachdev, Varoon	6.5	\$9,230.00
Shore, Christopher	0.7	\$1,750.00
Walz, Jacko	4.5	\$3,915.00
Zatz, Andrew	4.5	\$9,450.00
<b>B08</b>	<b>207.8</b>	<b>\$364,318.00</b>
<b>Committee Meetings &amp; Communications</b>	<b>207.8</b>	<b>\$364,318.00</b>
Beil, Ryan	1.6	\$2,048.00
Chase, Ashley	10.8	\$17,064.00
Greissman, Scott	26.4	\$66,000.00
Hong, Alice	4.1	\$5,617.00
Koster, Charles	4.5	\$8,550.00
Lingle, Barrett	6.3	\$8,631.00
Litz, Dominic	30.2	\$41,374.00
Mago, Don	23.6	\$23,364.00
Miranda, Loredana	11.5	\$14,030.00
Pesce, Gregory	10.0	\$21,000.00
Sachdev, Varoon	6.6	\$9,372.00
Shore, Christopher	25.4	\$63,500.00
Smith, Erin	11.7	\$19,071.00
West, Colin	2.3	\$4,117.00
Wick, Katie	0.6	\$294.00

Cat. No. Project Category Description Name	Hours	Fees
Yoo, Jade	2.3	\$3,151.00
Zahiremami, Golshid	5.5	\$5,445.00
Zakia, Jason	4.5	\$9,900.00
Zatz, Andrew	19.9	\$41,790.00
<b>B09</b>	<b>14.4</b>	<b>\$26,733.00</b>
<b>Corporate, Securities &amp; Regulatory Issues</b>	<b>14.4</b>	<b>\$26,733.00</b>
Abouhashish, Salma	3.9	\$3,393.00
Ericksen, A.J.	9.7	\$21,340.00
Greissman, Scott	0.8	\$2,000.00
<b>B10</b>	<b>11.7</b>	<b>\$19,821.00</b>
<b>Creditor Communications</b>	<b>11.7</b>	<b>\$19,821.00</b>
Beil, Ryan	7.2	\$9,216.00
Greissman, Scott	3.8	\$9,500.00
Litz, Dominic	0.5	\$685.00
Zatz, Andrew	0.2	\$420.00
<b>B11</b>	<b>503.1</b>	<b>\$828,944.00</b>
<b>DIP Financing &amp; Cash Collateral</b>	<b>503.1</b>	<b>\$828,944.00</b>
Aquije, Alonso	6.7	\$7,437.00
Beil, Ryan	42.5	\$54,400.00
Chase, Ashley	14.3	\$22,594.00
Greissman, Scott	46.8	\$117,000.00
Isaac, Chantal	4.3	\$3,741.00
Koster, Charles	12.3	\$23,370.00
Lingle, Barrett	33.9	\$46,443.00
Litz, Dominic	35.7	\$48,909.00
Mago, Don	30.7	\$30,393.00
Miranda, Loredana	67.7	\$82,594.00
Pesce, Gregory	48.5	\$101,850.00
Sachdev, Varoon	2.3	\$3,266.00
Shore, Christopher	26.1	\$65,250.00
Smith, Erin	9.3	\$15,159.00
Yoo, Jade	0.3	\$411.00
Zahiremami, Golshid	47.3	\$46,827.00
Zakia, Jason	30.6	\$67,320.00
Zatz, Andrew	43.8	\$91,980.00
<b>B12</b>	<b>3,328.9</b>	<b>\$4,295,633.00</b>
<b>Discovery</b>	<b>3,328.9</b>	<b>\$4,295,633.00</b>
Aquije, Alonso	140.2	\$155,622.00
Beil, Ryan	0.5	\$640.00
Binuya, Sebastian Angelo	0.5	\$210.00
Bourgault, Jacob	371.2	\$322,944.00
Chase, Ashley	262.7	\$415,066.00
Chemborisov, Gleb	68.3	\$33,467.00
Chen, Ken	79.5	\$38,955.00
Chen, Tony	3.2	\$1,568.00
Chitwan, Charu	196.9	\$218,559.00
Galvan, Paolo	1.0	\$420.00
Greissman, Scott	94.8	\$237,000.00
Hong, Alice	171.3	\$234,681.00
Isaac, Chantal	165.6	\$144,072.00
Kakani, Bhavini	159.4	\$138,678.00

Cat. No. Project Category Description Name	Hours	Fees
Kates, Paula	7.4	\$10,138.00
Koster, Charles	8.1	\$15,390.00
Litz, Dominic	0.7	\$959.00
Magnaye, Maclin	1.0	\$420.00
Mago, Don	0.1	\$99.00
McNary, Mary Jane	1.2	\$504.00
Miranda, Loredana	277.3	\$338,306.00
Morales, Jon	0.5	\$245.00
Pesce, Gregory	9.2	\$19,320.00
Quintana, Anastasia	156.9	\$136,503.00
Sachdev, Varoon	2.5	\$3,550.00
Shore, Christopher	189.4	\$473,500.00
Smith, Erin	389.9	\$635,537.00
Venes, Aileen	0.8	\$392.00
Walz, Jacko	282.6	\$245,862.00
West, Colin	14.6	\$26,134.00
Wick, Katie	46.2	\$22,638.00
Yoo, Jade	47.6	\$65,212.00
Zahiremami, Golshid	19.6	\$19,404.00
Zakia, Jason	147.5	\$324,500.00
Zatz, Andrew	6.0	\$12,600.00
Fajar, Jimmy	1.4	\$756.00
Pados, Gyorgy	3.3	\$1,782.00
<b>B13</b>	<b>1,971.8</b>	<b>\$2,759,882.00</b>
<b>Exclusivity, Plan &amp; Disclosure Statement</b>	<b>1,971.8</b>	<b>\$2,759,882.00</b>
Abouhashish, Salma	12.1	\$10,527.00
Aquije, Alonso	3.0	\$3,330.00
Beil, Ryan	59.9	\$76,672.00
Bourgault, Jacob	131.9	\$114,753.00
Chase, Ashley	109.2	\$172,536.00
Chitwan, Charu	87.7	\$97,347.00
Ericksen, A.J.	5.7	\$12,540.00
Feld, Elizabeth	0.5	\$895.00
Greissman, Scott	50.5	\$126,250.00
Hirshorn, Deanna	36.7	\$17,983.00
Hong, Alice	123.8	\$169,606.00
Isaac, Chantal	30.7	\$26,709.00
Kakani, Bhavini	75.9	\$66,033.00
Koster, Charles	25.3	\$48,070.00
Lingle, Barrett	95.7	\$131,109.00
Litz, Dominic	15.1	\$20,687.00
Lupinacci, Frank	16.7	\$31,730.00
Mago, Don	32.6	\$32,274.00
Miranda, Loredana	172.8	\$210,816.00
Pesce, Gregory	31.2	\$65,520.00
Quintana, Anastasia	26.3	\$22,881.00
Sachdev, Varoon	34.1	\$48,422.00
Shore, Christopher	135.8	\$339,500.00
Smith, Erin	113.5	\$185,005.00
Venes, Aileen	36.6	\$17,934.00
Walz, Jacko	69.0	\$60,030.00

Cat. No. Project Category Description Name	Hours	Fees
West, Colin	54.9	\$98,271.00
Wick, Katie	101.2	\$49,588.00
Yoo, Jade	125.2	\$171,524.00
Zahiremami, Golshid	7.0	\$6,930.00
Zakia, Jason	68.9	\$151,580.00
Zatz, Andrew	82.3	\$172,830.00
<b>B14</b>	<b>8.3</b>	<b>\$8,328.00</b>
<b>Executory Contracts &amp; Unexpired Leases</b>	<b>8.3</b>	<b>\$8,328.00</b>
Mago, Don	2.7	\$2,673.00
Zahiremami, Golshid	5.5	\$5,445.00
Zatz, Andrew	0.1	\$210.00
<b>B15</b>	<b>705.0</b>	<b>\$1,251,067.00</b>
<b>Hearings &amp; Court Matters</b>	<b>705.0</b>	<b>\$1,251,067.00</b>
Aquije, Alonso	1.4	\$1,554.00
Bourgault, Jacob	27.6	\$24,012.00
Chase, Ashley	77.0	\$121,660.00
Chitwan, Charu	7.6	\$8,436.00
Greissman, Scott	68.5	\$171,250.00
Hirshorn, Deanna	5.9	\$2,891.00
Hong, Alice	9.4	\$12,878.00
Koster, Charles	53.9	\$102,410.00
Lingle, Barrett	3.2	\$4,384.00
Litz, Dominic	0.8	\$1,096.00
Mago, Don	1.2	\$1,188.00
Miranda, Loredana	40.8	\$49,776.00
Sachdev, Varoon	3.8	\$5,396.00
Shore, Christopher	92.7	\$231,750.00
Smith, Erin	71.9	\$117,197.00
Venes, Aileen	0.6	\$294.00
Walz, Jacko	48.2	\$41,934.00
West, Colin	55.8	\$99,882.00
Wick, Katie	20.3	\$9,947.00
Yoo, Jade	4.9	\$6,713.00
Zahiremami, Golshid	0.1	\$99.00
Zakia, Jason	65.8	\$144,760.00
Zatz, Andrew	43.6	\$91,560.00
<b>B16</b>	<b>2,027.9</b>	<b>\$2,807,492.00</b>
<b>Investigation of Causes of Action</b>	<b>2,027.9</b>	<b>\$2,807,492.00</b>
Ahmed, Heidi	6.0	\$5,940.00
Aquije, Alonso	5.0	\$5,550.00
Bagdasarian, Amy	5.1	\$8,058.00
Beil, Ryan	221.7	\$283,776.00
Bourgault, Jacob	52.5	\$45,675.00
Chase, Ashley	207.6	\$328,008.00
Chitwan, Charu	38.8	\$43,068.00
Feld, Elizabeth	6.8	\$12,172.00
Greissman, Scott	44.1	\$110,250.00
Hirshorn, Deanna	1.1	\$539.00
Hong, Alice	133.0	\$182,210.00
Isaac, Chantal	15.8	\$13,746.00
Kakani, Bhavini	21.2	\$18,444.00

Cat. No. Project Category Description Name	Hours	Fees
Koster, Charles	0.4	\$760.00
Lingle, Barrett	0.9	\$1,233.00
Litz, Dominic	186.6	\$255,642.00
Ludovici, Stephen	0.2	\$222.00
Mago, Don	109.3	\$108,207.00
Miranda, Loredana	178.4	\$217,648.00
Pesce, Gregory	27.2	\$57,120.00
Quintana, Anastasia	14.6	\$12,702.00
Rai, Parm	12.1	\$13,431.00
Sachdev, Varoon	153.7	\$218,254.00
Shore, Christopher	0.9	\$2,250.00
Silnicki, Graham	9.5	\$13,965.00
Slattery, Christine	0.5	\$350.00
Venes, Aileen	5.7	\$2,793.00
Walz, Jacko	53.9	\$46,893.00
West, Colin	195.5	\$349,945.00
Wick, Katie	0.6	\$294.00
Yoo, Jade	21.2	\$29,044.00
Zahiremami, Golshid	186.7	\$184,833.00
Zakia, Jason	7.4	\$16,280.00
Zatz, Andrew	103.9	\$218,190.00
<b>B17</b>	<b>121.0</b>	<b>\$139,526.00</b>
<b>Lien Challenge</b>	<b>121.0</b>	<b>\$139,526.00</b>
Bagdasarian, Amy	8.8	\$13,904.00
Beil, Ryan	21.3	\$27,264.00
Hirshorn, Deanna	1.0	\$490.00
Isaac, Chantal	4.2	\$3,654.00
Lingle, Barrett	2.0	\$2,740.00
Litz, Dominic	0.3	\$411.00
Mago, Don	4.6	\$4,554.00
Miranda, Loredana	6.4	\$7,808.00
Rai, Parm	11.7	\$12,987.00
Sachdev, Varoon	12.7	\$18,034.00
Silnicki, Graham	10.3	\$15,141.00
Slattery, Christine	25.7	\$17,990.00
Wick, Katie	1.1	\$539.00
Zahiremami, Golshid	8.0	\$7,920.00
Zatz, Andrew	2.9	\$6,090.00
<b>B18</b>	<b>186.8</b>	<b>\$353,426.00</b>
<b>Mediation</b>	<b>186.8</b>	<b>\$353,426.00</b>
Beil, Ryan	4.1	\$5,248.00
Chase, Ashley	2.5	\$3,950.00
Greissman, Scott	42.4	\$106,000.00
Hong, Alice	1.4	\$1,918.00
Koster, Charles	0.4	\$760.00
Lingle, Barrett	1.3	\$1,781.00
Litz, Dominic	34.0	\$46,580.00
Mago, Don	12.4	\$12,276.00
Miranda, Loredana	3.0	\$3,660.00
Pesce, Gregory	12.6	\$26,460.00
Sachdev, Varoon	23.6	\$33,512.00

Cat. No. Project Category Description Name	Hours	Fees
Shore, Christopher	21.0	\$52,500.00
Smith, Erin	1.3	\$2,119.00
Walz, Jacko	0.2	\$174.00
West, Colin	2.2	\$3,938.00
Zakia, Jason	13.1	\$28,820.00
Zatz, Andrew	11.3	\$23,730.00
<b>B19</b>	<b>37.4</b>	<b>\$66,382.00</b>
<b>Non-Working Travel</b>	<b>37.4</b>	<b>\$66,382.00</b>
Chase, Ashley	1.8	\$2,844.00
Greissman, Scott	6.8	\$17,000.00
Miranda, Loredana	9.5	\$11,590.00
Shore, Christopher	8.8	\$22,000.00
Walz, Jacko	7.4	\$6,438.00
Zatz, Andrew	3.1	\$6,510.00
<b>B20</b>	<b>167.8</b>	<b>\$184,752.00</b>
<b>Professional Retention &amp; Fees - W&amp;C</b>	<b>167.8</b>	<b>\$184,752.00</b>
Beil, Ryan	8.4	\$10,752.00
Greissman, Scott	3.2	\$8,000.00
Hirshorn, Deanna	2.0	\$980.00
Koster, Charles	1.8	\$3,420.00
Lingle, Barrett	0.6	\$822.00
Litz, Dominic	13.9	\$19,043.00
Ludovici, Stephen	69.3	\$76,923.00
Sachdev, Varoon	0.2	\$284.00
Venes, Aileen	7.5	\$3,675.00
Walz, Jacko	8.4	\$7,308.00
Wick, Katie	1.4	\$686.00
Yoo, Jade	1.3	\$1,781.00
Zahiremami, Golshid	48.2	\$47,718.00
Zatz, Andrew	1.6	\$3,360.00
<b>B21</b>	<b>29.0</b>	<b>\$35,490.00</b>
<b>Professional Retention &amp; Fees - Other</b>	<b>29.0</b>	<b>\$35,490.00</b>
Greissman, Scott	0.5	\$1,250.00
Hirshorn, Deanna	0.6	\$294.00
Lingle, Barrett	2.3	\$3,151.00
Litz, Dominic	2.9	\$3,973.00
Ludovici, Stephen	1.1	\$1,221.00
Mago, Don	0.4	\$396.00
Miranda, Loredana	4.3	\$5,246.00
Venes, Aileen	0.3	\$147.00
Walz, Jacko	2.5	\$2,175.00
Wick, Katie	3.3	\$1,617.00
Zahiremami, Golshid	6.0	\$5,940.00
Zatz, Andrew	4.8	\$10,080.00
<b>B22</b>	<b>5.7</b>	<b>\$9,573.00</b>
<b>Reports, Schedules &amp; US Trustee Issues</b>	<b>5.7</b>	<b>\$9,573.00</b>
Chase, Ashley	1.1	\$1,738.00
Greissman, Scott	0.4	\$1,000.00
Koster, Charles	0.4	\$760.00
Lingle, Barrett	1.0	\$1,370.00
Smith, Erin	2.5	\$4,075.00

<b>Cat. No.</b>	<b>Hours</b>	<b>Fees</b>
<b>Project Category Description Name</b>		
Zatz, Andrew	0.3	\$630.00
<b>B23</b>	<b>2.4</b>	<b>\$4,960.00</b>
<b>Tax Issues</b>	<b>2.4</b>	<b>\$4,960.00</b>
Dreier, David	0.8	\$1,880.00
Gee, Steven	1.4	\$2,660.00
Zatz, Andrew	0.2	\$420.00

**Exhibit D****Detailed Statement of Additional Expenses<sup>1</sup>**

<b>Name</b>	<b>English Narrative</b>	<b>Category</b>	<b>Amount</b>
Greissman, Scott	Copy of JTT #70370 - IN RE: MODIVCARE / CONFIRMATION HEARING DAY FIVE - COURT'S RULING CASE NUMBER/JUDGE: 25-90309-11 / JUDGE ALFREDO R. PEREZ	Deposition Transcripts	\$17.00
Greissman, Scott	12/08/2025 - Catering during trial – JASONS DELI - ~18 meals (partial)	Business Meals	\$163.50
Greissman, Scott	12/08/2025 - Catering during trial – JASONS DELI - ~18 meals (partial)	Business Meals	\$123.14
Greissman, Scott	12/08/2025 - Catering during trial – JASONS DELI - ~18 meals (partial)	Business Meals	\$21.62
Greissman, Scott	12/09/2025 – Catering during trial - Common Bond Brasserie & Bakery - ~15 breakfast items	Business Meals	\$99.86
Greissman, Scott	12/09/2025 - Catering during trial – JASONS DELI - ~13 meals	Business Meals	\$287.15
Greissman, Scott	12/09/2025 - Catering during trial – JASONS DELI - ~4 meals	Business Meals	\$71.45
Greissman, Scott	12/10/2025 - Catering during trial – JASONS DELI - ~19 meals (partial)	Business Meals	\$318.39
Greissman, Scott	12/10/2025 - Catering during trial – JASONS DELI - ~19 meals (partial)	Business Meals	\$95.68
Greissman, Scott	12/10/2025 - Catering during trial – JASONS DELI - ~19 meals (partial)	Business Meals	\$18.91
Greissman, Scott	12/11/2025 - Cardholder- NATALIA MONDRAGON - NIKO NIKOS RESTAURANTS - ModivCare □ 1908759-0002	Business Meals	\$304.62
West, Colin	Taxi - Hotel/Airport - Taxi expense incurred while traveling to Houston for a matter. - 12-Dec-2025	Taxi - Business	\$67.59
West, Colin	Taxi - Airport/Residence - Taxi expense incurred while traveling to Houston for a matter. - 12-Dec-2025	Taxi - Business	\$187.45
West, Colin	Taxi - Residence/Airport - Taxi expense incurred while traveling to Houston for a matter. - 06-Dec-2025	Taxi - Business	\$113.52
West, Colin	One Way, Economy airfare/fee on Delta Airlines Inc. from NYC to HOU for Colin West on 12/06/2025 for ModivCare matter	Airfare	\$408.48
West, Colin	One Way, Economy airfare/fee on Delta Airlines Inc. from HOU to NYC for Colin West on 12/12/2025 for ModivCare matter	Airfare	\$418.48
West, Colin	Taxi - Airport/Hotel - Taxi expense incurred while traveling to Houston for a matter. - 06-Dec-2025	Taxi - Business	\$92.30
West, Colin	Hotel stay by Colin West at JW Marriott Houston Downtown in Houston, TX for 7 days, 6 nights for ModivCare Matter	Hotel Expense	\$3,008.44
	<b>TOTAL</b>		<b>\$5,817.58</b>

<sup>1</sup> Due to an internal administrative issue, some of the “Business Meals” entries were split into multiple line items. The English Narrative has had “(partial)” added to reflect this.

**Exhibit E****Summary of Expenses**

<b>Category</b>	<b>Amount</b>
Airfare	\$21,141.73
Business Meals	\$3,482.74
Certification of a Document by the County Clerk	\$335.80
Computer Services	\$106.00
Conference Room Dining	\$6,194.30
Courier Service	\$556.09
Court Costs	\$200.00
Deposition Transcripts	\$153,941.10
Document Research	\$309.20
E-Discovery Data Hosting / Storage	\$1,479.34
E-Discovery Data Processing	\$175.00
E-Discovery Production	\$130.00
E-Discovery Technical Time	\$75.00
E-Discovery User Fees	\$4,275.00
Express Mail	\$82.21
External Document Production	\$31,128.22
Filing Fees	\$600.00
Hotel Expense	\$47,561.34
Overtime Meals	\$1,145.09
Parking	\$212.50
Printing	\$2,938.25
Taxi - Business	\$11,332.77
Taxi - Overtime	\$918.27
Train - Out of Town	\$485.10
Travel Meals	\$2,740.33
UCC Filing Fees	\$8,923.75
<b>Grand Total</b>	<b>\$300,469.13</b>

**Exhibit F****Customary and Comparable Compensation Disclosure for White & Case LLP**

The blended hourly rate for White & Case timekeepers (including both professionals and paraprofessionals) who have billed time to the Committee during the Final Period was approximately \$1,414 per hour (the “Committee Blended Rate”).<sup>1</sup>

The non-bankruptcy blended hourly rate for White & Case’s timekeepers during the 12-month period from January 1, 2025, to and including December 31, 2025 (the “Comparable Period”)<sup>2</sup> was, in the aggregate, approximately \$1,272 per hour (the “Non-Bankruptcy Blended Rate”).<sup>3</sup>

A detailed comparison of these rates is as follows:

<b>Category of Timekeeper</b>	<b>Committee Blended Rate</b>	<b>Non-Bankruptcy Blended Rate</b>
Partner <sup>4</sup>	\$2,221	\$1,816
Counsel	\$1,630	\$1,436
Associate <sup>5</sup>	\$1,169	\$1,063
Paraprofessional	\$500	\$462
<b>Aggregate</b>	<b>\$1,414</b>	<b>\$1,272</b>

<sup>1</sup> White & Case calculated the blended rate for timekeepers who billed to the Debtors by dividing the total dollar amount billed by such timekeepers during the Final Period by the total number of hours billed by such timekeepers during the Final Period. Accordingly, it does not reflect the voluntary reductions made by White & Case.

<sup>2</sup> On an annual basis, White & Case reexamines and adjusts for increases in seniority and changes in experience, expertise, and status in January of each year the rates for lawyers and paraprofessionals.

<sup>3</sup> White & Case calculated the Non-Bankruptcy Blended Hourly Rate by dividing the total dollar amount billed by all timekeepers in the applicable offices to non-bankruptcy matters during the Comparable Period by the total number of hours billed by all timekeepers in the applicable offices to non-bankruptcy matters during the Comparable Period. For purposes of the foregoing calculation, White & Case included New York and Chicago as the applicable offices.

<sup>4</sup> Does not include partner of counsel.

<sup>5</sup> Includes law clerks.

**Exhibit G**

**Pesce Certification**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	
MODIVCARE, INC, <i>et al.</i> <sup>1</sup>	)	Chapter 11
	)	
Debtors.	)	Case No. 25-90309 (ARP)
	)	(Jointly Administered)
	)	

**CERTIFICATION OF GREGORY F. PESCE IN SUPPORT OF  
WHITE & CASE LLP’S FINAL APPLICATION FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM SEPTEMBER 9, 2025 THROUGH DECEMBER 29, 2025**

---

I, Gregory F. Pesce, hereby certify as follows:

1. I am a partner of the firm of White & Case LLP (“White & Case”), an international law firm, which maintains offices for the practice of law at, among other locations, 111 South Wacker Drive, Suite 5100, Chicago, IL 60606-4302, and 609 Main Street, Suite 2900, Houston, TX 77002.

2. This certification (“Certification”) is made in connection with White & Case’s final application, dated February 12, 2026 (the “Application”) for compensation and reimbursement of expenses for the period from September 9, 2025 through December 29, 2025.<sup>2</sup>

3. I have reviewed the Application and certify that, to the best of my knowledge, information, and belief, the Application complies with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Bankruptcy Local Rules, and United States Trustee Programs’

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number (if applicable) may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://www.veritaglobal.net/ModivCare>. Debtor ModivCare Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237.

<sup>2</sup> Capitalized terms used but not defined in this Certification shall have the meaning ascribed to them in the Application.

*Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. 330 by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”).

4. I certify that White & Case has complied with the provisions of the Compensation Procedures Order with respect to the Prior Fee Statements filed and served by White & Case.

5. In accord with Appendix B of the UST Guidelines, White & Case states as follows:

(a) Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

(i) **Response:** No.

(b) If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher than 10% or more, did you discuss the reasons for the variation with the client?

(i) **Response:** White & Case did not submit a budget.

(c) Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

(i) **Response:** No.

(d) Does the fee application include time or fees related to reviewing or revising time records or preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application? If so, please quantify by hours and fees.

(i) **Response:** Yes. This Application includes time and fees related to reviewing or revising time records or preparing, reviewing or revising invoices in connection with the preparation of White & Case’s monthly fee statements relating to the Final Period. White & Case is seeking compensation for approximately 52.7 hours and \$60,167 in fees with respect to reviewing and revising time records to prepare such fee applications.

(e) Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

(i) **Response:** Yes. Such time spent by White & Case to ensure that the time entries subject to this Application do not disclose privileged or confidential information is included in the answer to the previous question. This review and any revisions associated therewith are a necessary component of White & Case’s fee applications.

- (f) If the fee application includes any rate increase since retention:
  - (i) Did your client review and approve those rate increases in advance?
    - (A) **Response:** The Application does not include any rate increases since retention.
  - (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not to agree to modify rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?
    - (A) **Response:** The Application does not include any rate increases since retention.

Dated: February 12, 2026  
Chicago, Illinois

/s/ Gregory F. Pesce  
Gregory F. Pesce  
Partner, White & Case LLP

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	
MODIVCARE, INC, <i>et al.</i> <sup>1</sup>	)	Chapter 11
Debtors.	)	Case No. 25-90309 (ARP)
	)	(Jointly Administered)
	)	
	)	

**FINAL ORDER ALLOWING COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR WHITE & CASE LLP**  
(Docket No. \_\_\_\_)

The Court has considered *White & Case LLP's Final Application for Allowance of Compensation and Reimbursement of Expenses for the Period from September 9, 2025 to and Including December 29, 2025* filed by White & Case LLP (the "Applicant"). The Court orders:

1. Applicant is allowed compensation and reimbursement of expenses in the amount of \$14,193,990.13 for the period set forth in the application.
2. The compensation and reimbursement of expenses allowed in this order and all previous interim allowances of compensation and reimbursement of expenses are approved on a final basis.
3. The Debtors are authorized and directed to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.

\_\_\_\_\_  
THE HONORABLE ALFREDO R. PEREZ  
UNITED STATES BANKRUPTCY JUDGE

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases (the "**Chapter 11 Cases**") and the last four digits of each Debtor's taxpayer identification number (if applicable) may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://www.veritaglobal.net/ModivCare>. Debtor ModivCare Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237.